

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Biolase, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12245 (KBO)

(Jointly Administered)

Re: Docket No. 76 & 117

**ORDER AUTHORIZING THE DEBTORS TO RETAIN AND EMPLOY
POTTER ANDERSON & CORROON LLP AS CO-COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION PURSUANT TO SECTION 327(a)
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014(a) AND 2016,
AND LOCAL RULE 2014-1, EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) pursuant to 11 U.S.C. § 327(a) to retain and employ Potter Anderson & Corroon LLP (“Potter Anderson”) as co-counsel, effective as of the Petition Date; and upon consideration of the Cleary Declaration, the *Supplemental Declaration of M. Blake Cleary of Potter Anderson & Corroon LLP in Support of Application of Debtors to Retain and Employ Potter Anderson & Corroon LLP as Co-Counsel to the Debtors and Debtors in Possession Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1, Effective as of the Petition Date* (the “Supplemental Cleary Declaration”) and the Beaver Declaration; and the Court having jurisdiction pursuant to sections 157 and 1334 of Title 28 of the United States Code to consider the Application and the relief requested therein;

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are: Biolase, Inc. (2441); BL Acquisition Corp. (4140); BL Acquisition II, Inc. (6022); and Model Dental Office, LLC (9372). The Debtors’ headquarters are located at 27042 Towne Centre Drive, Suite 270, Foothill Ranch, CA 92610-2811.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

and venue being proper in this Court pursuant to sections 1408 and 1409 of Title 28 of the United States Code; and the Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Cleary Declaration that Potter Anderson does not represent or hold any interest adverse to the Debtors as to the matters upon which Potter Anderson has been and is to be employed, and that Potter Anderson is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interest of the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application, the Cleary Declaration, and the Beaver Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby,

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors are hereby authorized and empowered to employ Potter Anderson as co-counsel in these cases on the terms set forth in the Application, the Engagement Agreement, the Cleary Declaration, and the Beaver Declaration, effective as of the Petition Date.
3. Potter Anderson shall apply for compensation in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court.
4. Potter Anderson shall first apply the Retainer to all prepetition invoices and, thereafter, any remaining balance of the Retainer shall be held by Potter Anderson as security

throughout these cases until Potter Anderson's fees and expenses are awarded by final order and payable to Potter Anderson, and upon payment in full, Potter Anderson shall promptly pay to the Debtors' estates any retainer remaining after applying it to such fees and expenses.

5. To the extent that Potter Anderson, in any fee application, seeks reimbursement of charges incurred by Potter Anderson in connection with providing overtime secretarial assistance, all parties' rights to object to the allowance of such charges are reserved.

6. Notwithstanding anything in the Application to the contrary, Potter Anderson shall (a) to the extent that it uses the services of contract attorneys, independent contractors, or subcontractors (collectively, the "Contractors") in these cases, pass through the cost of such Contractors at the same rate that Potter Anderson pays the Contractors; (b) seek reimbursement for actual costs only; (c) ensure that the Contractors are subject to the same conflicts checks as required for Potter Anderson; and (d) file with this Court such disclosures required by Bankruptcy Rule 2014.

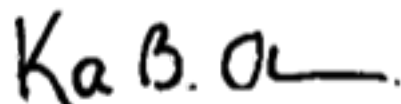
7. Potter Anderson shall provide ten business days' notice to the Debtors and the U.S. Trustee in connection with any increase of the hourly rates listed in the Application. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. The Debtors and Potter Anderson are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: October 25th, 2024
Wilmington, Delaware

A handwritten signature in black ink, appearing to read "Ka B. Owens", with a stylized flourish at the end.

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE